

**UNITED STATES DISTRICT COURT
FOR THE WESTERN DISTRICT OF MISSOURI
SOUTHERN DIVISION**

DIAMOND RESORTS CORPORATION,
a Maryland corporation,

Plaintiff,

v.

MUTUAL RELEASE CORPORATION a/k/a
417 MRC LLC, a Missouri limited liability
company; DAN CHUDY, an individual;
MATTHEW TUCKER, an individual;
JOSEPH DICKLEMAN, an individual;
THERESE BROOKE PIAZZA, an individual;
NATHANIEL TYLER, an individual; and
SHEILA WOOD, an individual,

Defendants.

Case No.: _____

EXHIBIT 1

ARTICLES OF ORGANIZATION FOR MRC



State of Missouri

John R. Ashcroft, Secretary of State

Corporations Division

PO Box 778 / 600 W. Main St., Rm. 322

Jefferson City, MO 65102

LC001568908
Date Filed: 12/26/2017
John R. Ashcroft
Missouri Secretary of State

Articles of Organization

(Submit with filing fee of \$105.00)

1. The name of the limited liability company is

417 MRC LLC

(Must include "Limited Liability Company," "Limited Company," "LC," "L.C.," "L.L.C.," or "LLC")

2. The purpose(s) for which the limited liability company is organized:

Any lawful business

3. The name and address of the limited liability company's registered agent in Missouri is:

Dan Chudy

798 Showplace Gateway

Branson MO 65616

Name

Street Address: May not use PO Box unless street address also provided

City/State/Zip

4. The management of the limited liability company is vested in: ☒ managers ☐ members (check one)

5. The events, if any, on which the limited liability company is to dissolve or the number of years the limited liability company is to continue, which may be any number or perpetual: Perpetual

(The answer to this question could cause possible tax consequences, you may wish to consult with your attorney or accountant)

6. The name(s) and street address(es) of each organizer (PO box may only be used in addition to a physical street address):

(Organizer(s) are not required to be member(s), manager(s) or owner(s))

Name

Address

City/State/Zip

Chudy, Dan

798 Showplace Gateway

Branson MO 65616

Tucker, Matthew

2000 W Murray

Springfield MO 65810

7. ☐ Series LLC (OPTIONAL) Pursuant to Section 347.186, the limited liability company may establish a designated series in its operating agreement. The names of the series must include the full name of the limited liability company and are the following:

New Series:

☐ The limited liability company gives notice that the series has limited liability.

New Series:

☐ The limited liability company gives notice that the series has limited liability.

New Series:

☐ The limited liability company gives notice that the series has limited liability.

(Each separate series must also file an Attachment Form LLC 1A.)

Name and address to return filed document:

Name: Jason Levi Hemingway

Address: Email: jasonhemingway@me.com

City, State, and Zip Code: _____

LLC-1 (08/2013)

8. The effective date of this document is the date it is filed by the Secretary of State of Missouri unless a future date is otherwise indicated: _____

(Date may not be more than 90 days after the filing date in this office)

In Affirmation thereof, the facts stated above are true and correct:

(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.040, RSMo)

All organizers must sign:

Matthew Tucker
Organizer Signature

MATTHEW TUCKER
Printed Name

12/26/2017
Date of Signature

Dan Chudy
Organizer Signature

DAN CHUDY
Printed Name

12/26/2017
Date of Signature

STATE OF MISSOURI



John R. Ashcroft
Secretary of State

CERTIFICATE OF ORGANIZATION

WHEREAS,

417 MRC LLC
LC001568908

filed its Articles of Organization with this office on the 26th day of December, 2017, and that filing was found to conform to the Missouri Limited Liability Company Act.

NOW, THEREFORE, I, John R. Ashcroft, Secretary of State of the State of Missouri, do by virtue of the authority vested in me by law, do certify and declare that on the 26th day of December, 2017, the above entity is a Limited Liability Company, organized in this state and entitled to any rights granted to Limited Liability Companies.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the GREAT SEAL of the State of Missouri.
Done at the City of Jefferson, this 26th day of December, 2017.


Secretary of State

